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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 4, 1999

JOINT PETITION OF

BELL ATLANTIC CORPORATION  
and  
GTE CORPORATION

CASE NO. PUA980031

For approval of agreement  
and plan of merger

ORDER SETTING HEARING

On October 2, 1998, Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE") (collectively, "Companies") filed their joint petition, pursuant to Chapter 5 of Title 56 of the Code of Virginia (§ 56-88 et seq.) to request this Commission's approval of an Agreement and Plan of Merger, Exhibit 3 attached to the joint petition ("Merger Agreement").

Various interested parties have filed comments and requests for hearing in this matter. On Friday, February 26, the Staff of the Commission filed a report of its investigation of the application and responses to the Staff report will be filed on Monday, March 8, 1999. Upon consideration, the Commission finds that a public hearing is necessary to assist its consideration of the matters before it herein.

Based on the pleadings thus far filed, it appears to the Commission that the facts of the case are not in dispute;

rather, the question before the Commission is whether the Companies' application satisfies the legal requirement for approval pursuant to § 56-90 of the Code of Virginia.

Therefore, the Commission anticipates that the hearing will be for the purpose of receiving argument of counsel addressing this issue. However, should any party wish to present evidence, it shall notify the Commission of its request, naming its proposed witness or witnesses and the subject matter of any expected testimony, and shall state why receipt of the testimony proposed to be offered is necessary for the proper resolution of this case. Unless it finds good cause shown to receive testimony of witnesses, the Commission will receive argument of counsel at the hearing.

Accordingly, IT IS ORDERED THAT:

(1) A public hearing is scheduled, to commence at 10:00 a.m. on Wednesday, March 24, 1999, in its second floor courtroom at the Tyler Building, 1300 East Main Street, Richmond, Virginia.

(2) Any party proposing to produce evidence shall, on or before Friday, March 12, 1999, file with the Clerk of the Commission an original and fifteen (15) copies of its request to present evidence, containing the name and expected subject matter of its proposed witness or witnesses, and a statement

showing why the subject matter must be presented through testimony rather than through statement of counsel.

(3) This matter is continued for further orders of the Commission.